

COPY**FCC 602
Main Form****FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**Approved by OMB
3060 - 0799
See instructions for
Public burden estimate**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): D&E Acquisition Corp. -		3) FCC Registration Number (FRN): 0005920897	

Related FCC Regulated Businesses of Applicant / Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4 d) Percent of Interest Held:
CEI Networks, Inc.	CLEC	0003245479	100%
Conestoga Wireless, Inc.	Wireless	0003246824	100%
Conestoga Mobile Systems, Inc.	Paging	0005933486	100%
Buffalo Valley Telephone Company	ILEC	0005375365	100%
Conestoga Telephone & Telegraph Company	ILEC	0005386172	100%

Signature**5) Typed or Printed Name of Party Authorized to Sign**

First Name: G. William	MI:	Last Name: Ruhl	Suffix:
Title: President & CEO			

Signature: 	Date: 2/1/02
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).

2/13/02 Bst

**FCC Ownership Disclosure information for the
Wireless Telecommunications Services**

Schedule for Disdosable Interest Holders

Approved by OMB
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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI.	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): D&E Communications, inc.		3) FCC Registration Number(FRN): 0003773256	
4) Disclosable Interest Holders Address: 124 E. Main Street P.O. Box 458 Ephrata, PA 17522			
5) Type of Interest in Applicant (D) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): D&E Communications, Inc. wholly owns D&E Acquisition Corp.			

plated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary).	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
D&E/Omnipoint Wireless Joint Venture, L.P.	Wireless	0002146389	50% (FCC application pending to assign interest)
D&E Wireless, Inc.	Wireless	0004063442	100%
D&E Telephone Co.	ILEC	0003271871	100%
D&E Systems, Inc.	CLEC, long-distance	0003735776	100%
D&E Acquisition Corp.	Holding company	0005920897	100%
CEI Networks, Inc.	CLEC	0003245479	100%
Conestoga Wireless, Inc.	Wireless	0003246824	100%

Conestoga Mobile Systems, inc.	Paging	0005933486	100%
Buffalo Valley Telephone Company	ILEC	0005375365	100%
Conestoga Telephone & Telegraph Company	ILEC	0005386 172	100%

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disdosable Interest Holder's First Name (if individual):	MI.	Last Name:	suftix:
2) Disclosable interest Holder's Name (if entity): Voting Trust of D&E Communications, Inc.		3) FCC Registration Number(FRN): N/A	
4) Disclosable Interest Holder's Address: 124 E. Main Street P.O. Box 458 Ephrata, PA 17522			
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (0) (refer to instructions for list of codes): Charitable Foundation	7) Percent of Interest Held in Applicant: 38.94%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The Voting Trust holds 38.94% of D&E Communications, inc., which wholly owns D&E Acquisition Corp.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

I Ia) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	I Ib) Principal Business:	I Ic) FCC Registration Number (FRN):	I Id) Percent of Interest Held:
D&E Communications, Inc.	Holding company	0003773256	38.94%
D&E/Omnipoint Wireless Joint Venture, L.P.	Wireless	0002146389	19.47% (FCC application pending to assign interest)
D&E Wireless, Inc.	Wireless	0004063442	38.94% (indirect)
D&E Telephone Co.	ILEC	0003271871	38.94% (indirect)
D&E Systems, Inc.	CLEC, long-distance	0003735776	38.94% (indirect)
D&E Acquisition Corp.	Holding company	0005920897	38.94% (indirect)
CEI Networks, Inc.	CLEC	0003245479	38.94% (indirect)

Conestoga Wireless, Inc.	Wireless	0003246824	38.94% (indirect)
Conestoga Mobile Systems, Inc.	Paging	0005933486	38.94% (indirect)
Buffalo Valley Telephone Company	ILEC	0005375365	38.94% (indirect)
Conestoga Telephone & Telegraph Comoanv	ILEC	6005386172	38.94% (indirect)

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disdosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Ephrata National Bank, Trustee of William and Jemima Brossman Charitable Foundation		3) FCC Registration Number(FRN): N/A		
4) Disdosable Interest Holder's Address: 31 East Main Street Ephrata, PA 17522				
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (0) (refer to instructions for list of codes): Charitable Foundation		7) Percent of Interest Held in Applicant: 13.61%	
8) Disdosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U . S .		
10) Relationship Description (if the disclosable interest holder is an Indirect owner, list path of ownership from indirect owner to the applicant): The Charitable Foundation votes its shares (13.61%) through the Voting Trust, which holds 38.94% of D&E Communications, Inc., which in turn wholly owns D&E Acquisition Corp.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
D&E Communications, Inc.	Holding company	0003773256	13.61%
D&E/Omnipoint Wireless Joint Venture, L.P.	Wireless	0002 146389	7.8% (FCC application pending to assign interest)
D&E Wireless, Inc.	Wireless	0004063442	13.61% (indirect)
D&E Telephone Co.	ILEC	0003271871	13.6 1% (indirect)
D&E Systems, Inc.	CLEC, long-distance	0003735776	13.61% (indirect)
D&E Acquisition Corp.	Holding company	0005920897	13.61% (indirect)
CEI Networks, Inc.	CLEC	0003245479	13.61% (indirect)

Conestoga Wireless, Inc.	Wireless	0003246824	13.61% (indirect)
Conestoga Mobile Systems, Inc.	Paging	0005933486	13.61% (indirect)
Buffalo Valley Telephone Company	ILEC	0005375365	13.61% (indirect)
Conestoga Telephone & Telegraph Company	ILEC	0005386172	13.61% (indirect)

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI	Last Name	Suffix
2) Disclosable Interest Holder's Name (if entity): Southwestern Investments, Inc. (subsidiary of Citizens Utility Co.)		3) FCC Registration Number(FRN): N/A	
4) Disclosable Interest Holder's Address: Administration Offices, Highridge Park Stamford, CT			
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 17.61%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the disclosable interest holder is an Indirect owner, list path of ownership from indirect owner to the applicant): Southwestern holds 17.61% of D&E Communications, Inc., which wholly owns D&E Acquisition Corp.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat 1for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IIId) Percent of Interest Held:
D&E Communications, Inc.	Holding company	0003773256	17.61%
D&E/Omnipoint Wireless Joint Venture, L.P.	Wireless	0002146389	8.55% (FCC application pending to assign interest)
D&E Wireless, Inc.	Wireless	0004063442	17.61% (indirect)
D&E Telephone Co.	ILEC	000327187 1	17.61% (indirect)
D&E Systems, Inc.	CLEC, long-distance	0003735776	17.61% (indirect)
D&E Acquisition Corp.	Holding company	0005920897	17.61% (indirect)
CEI Networks, Inc.	CLEC	0003245479	17.61% (indirect)

Conestoga Wifeless, Inc.	Wifeless	0003246824	17.61% (indirect)
Conestoga Mobile Systems, Inc.	Paging	0005933486	17.61% (indirect)
Buffalo Valley Telephone Company	ILEC	0005375365	17.61% (indirect)
Conestoga Telephone & Telegraph Company	ILEC	0005386172	17.61% (indirect)